

EXHIBIT J

SUPREME COURT OF THE STATE OF NEW YORK
COUNTY OF SCHENECTADY

KIHARA KIARIE,

Petitioner,

— against —

DUMBSTRUCK, INC.,

Respondent.

Index No.

VERIFIED PETITION

FILED
03/06/2019 12:51:54 PM
County Clerk
Cara M. Ackerley
SCHENECTADY COUNTY, NY
Inst Num: 201907694

Petitioner, Kihara Kiarie, by his attorneys, Garvey Schubert Barer, P.C., for his Verified
Petition herein alleges as follows:

1. Petitioner, Kihara Kiarie, is a domiciliary of the State of New Jersey, residing at 45
Highland Avenue, Montclair, New Jersey 07042.

2. Upon information and belief, Respondent Dumbstruck, Inc. ("Dumbstruck"), is a
New York corporation with an address at 251 State Street, Suite 301, Schenectady, New York
12305.

3. For a period of over two years ending in June 2017 Petitioner employed by the
Corporation as its Chief Operating Officer. During such period, Respondent failed to pay
Petitioner any wages for his services.

4. On November 7, 2017, Petitioner made written demand on Respondent to be
permitted access to Respondent's "cap table," or capitalization table, which would include the
record of shareholders of the Respondent (the "Demand").

5. Provision of shareholder records by Respondent would have enabled Petitioner to
charge the ten largest shareholders of Respondent, pursuant to BCL § 630, for amounts owed to
Petitioner by Respondent for personal services performed by Petitioner for Respondent and to

enable Petitioner to send written notice to such shareholders that he intends to hold him liable for the wages that Respondent has refused to pay him.

6. Petitioner has not been given access to the record of shareholders of the Respondent at any time since service of the Demand. Petitioner is entitled as a matter of right to be given such access.

7. Petitioner has never sold, or offered for sale, any list of shareholders of any domestic or foreign corporation or aided or abetted any person in procuring any such record of shareholders for any such purpose.

8. It is respectfully requested that this Court permit Petitioner to bring on the instant proceeding by Order to Show Cause because such procedure is required by N.Y. Bus. Corp. Law § 624(d).

9. Petitioner has already sued Respondent and members of its management team in the United States District Court for the Southern District of New York for, among other things, Respondent's refusal to pay him his wages. Petitioner wishes to assert liability against Respondent's 10 largest shareholders pursuant to BCL §630.

10. No previous application has been made for the relief herein sought.

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WHEREFORE, Petitioner requests that a Judgment be granted directing the Respondent, its officers and agents to permit Petitioner and his agents access to the record of Respondent's shareholders and granting such other and further relief as the court may deem just and proper.

Dated: New York, New York
February 25, 2019

GARVEY SCHUBERT BARER, P.C.

By: 

Maurice W. Heller, Esq.
100 Wall Street, 20th Floor
New York, New York 10005
(212) 431-8700
mheller@gsblaw.com

VERIFICATION

STATE OF NEW JERSEY

)

ss.:

COUNTY OF ESSEX

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Kihara Kiarie, being duly sworn, deposes and says:

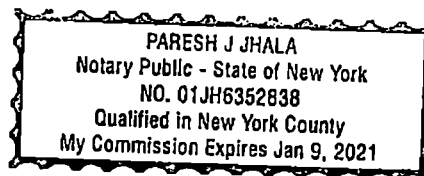
I am the Petitioner herein. I have read and know the contents of the foregoing Verified Petition. The Verified Petition is true to my own knowledge, except as to matters alleged upon information and belief, and as to those matters I believe it to be true.

The sources of my information and grounds of my belief as to all matters in the foregoing Verified Petition not stated to be made upon my personal knowledge and documents and information maintained by me.


Kihara Kiarie

Sworn before me this 25
day of February, 2019

Notary Public 



GSB:9969820.1
GSB:10038601.2